

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

No. 08-01789 (SMB)
SIPA LIQUIDATION
(Substantively Consolidated)

Applicable to Adv. Pro. Nos. 09-01161
(SMB), 09-01364 (SMB), 11-02784
(SMB) & 12-01005 (SMB)

**ATTORNEY DECLARATION OF S. ELLIE NORTON
IN SUPPORT OF HSBC DEFENDANTS' SEPARATE MEMORANDUM
OF LAW ADDRESSING THE CLAIMS IN THE KINGATE, OMNIBUS, SOMERS, AND
SICO ACTIONS AND IN FURTHER SUPPORT OF TRANSFEREE DEFENDANTS'
MOTION TO DISMISS BASED ON EXTRATERRITORIALITY**

I, S. Ellie Norton, declare under penalty of perjury as follows:

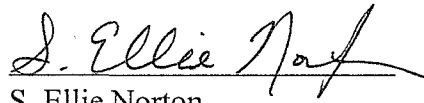
1. I am an attorney duly admitted to practice before this Court, and I am an associate with the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel for defendants HSBC Bank plc, HSBC Securities Services (Luxembourg) S.A., HSBC Institutional Trust Services (Ireland) Limited, HSBC Securities Services (Ireland) Limited, HSBC Institutional Trust Services (Bermuda) Limited, HSBC Securities Services (Bermuda) Limited, HSBC Private HSBC Private Bank (Suisse) S.A., HSBC Fund Services (Luxembourg) S.A., and HSBC Bank Bermuda Limited (collectively, the "HSBC Defendants"). I respectfully submit this declaration as a

supplement to the HSBC Defendants' separate memorandum of law in further support of the Transferee Defendants' motion to dismiss based on extraterritoriality the complaints filed by Irving H. Picard, the trustee appointed for the liquidation of Bernard L. Madoff Investment Securities LLC and the estate of Bernard L. Madoff, in Adv. Pro. No. 09-1161 (SMB), Adv. Pro. No. 09-1364 (SMB), Adv. Pro. No. 11-02784 (SMB), and Adv. Pro. No. 12-01005 (SMB).

2. Attached hereto as Exhibit A is a true and correct copy of a Re-Re-Amended Generally Endorsed Writ of Summons filed in the Supreme Court of Bermuda Commercial Court on March 14, 2011 in the action *Thema Fund Ltd vs. HSBC Securities Services (Bermuda) Limited* (No. 412 of 2009).

3. Attached hereto as Exhibit B is a true and correct copy of a Re-Re-Amended Generally Endorsed Writ of Summons filed in the Supreme Court of Bermuda Commercial Court on March 14, 2011 in the action *Hermes International Fund Limited vs. Bank of Bermuda Limited & HSBC Securities Services (Bermuda) Limited* (No. 409 of 2009).

Executed on September 30, 2015, at New York, New York.


S. Ellie Norton